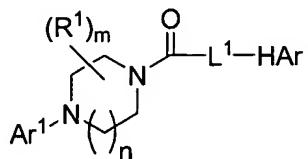


**Amendments to the Claims:**

This listing of claims will replace all prior versions, and listings of claims in the application:

**Listing of Claims:**

1. (Currently Amended) A compound having the formula:



or a pharmaceutically acceptable salt or N-oxide thereof, wherein

the subscript n is ~~an integer of from 1 to 2~~;

the subscript m is an integer of from 0 to ~~2 to 10~~;

each R<sup>1</sup> is a substituent independently selected from the group consisting of ~~-CO<sub>2</sub>H, C<sub>1-4</sub>~~

alkyl and C<sub>1-4</sub> haloalkyl, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, COR<sup>a</sup>, CO<sub>2</sub>R<sup>a</sup>, CONR<sup>a</sup>R<sup>b</sup>, NR<sup>a</sup>COR<sup>b</sup>, SO<sub>2</sub>R<sup>a</sup>, X<sup>1</sup>COR<sup>a</sup>, X<sup>1</sup>CO<sub>2</sub>R<sup>a</sup>, X<sup>1</sup>CONR<sup>a</sup>R<sup>b</sup>, X<sup>1</sup>NR<sup>a</sup>COR<sup>b</sup>, X<sup>1</sup>SO<sub>2</sub>R<sup>a</sup>, X<sup>1</sup>SO<sub>2</sub>NR<sup>a</sup>R<sup>b</sup>, X<sup>1</sup>NR<sup>a</sup>R<sup>b</sup>, X<sup>1</sup>OR<sup>a</sup>, wherein X<sup>1</sup> is a member selected from the group consisting of C<sub>1-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>a</sup> and R<sup>b</sup> is independently selected from the group consisting of hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl and aryl C<sub>1-4</sub> alkyl, and wherein the aliphatic portions of each of said R<sup>1</sup> substituents is optionally substituted with from one to three members selected from the group consisting of -OH, -OR<sup>m</sup>, -OC(O)NHR<sup>m</sup>, -OC(O)N(R<sup>m</sup>)<sub>2</sub>, -SH, -SR<sup>m</sup>, -S(O)R<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>m</sup>, -S(O)<sub>2</sub>N(R<sup>m</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>m</sup>, -NR<sup>m</sup>S(O)<sub>2</sub>R<sup>m</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>m</sup>, -C(O)N(R<sup>m</sup>)<sub>2</sub>, -C(O)R<sup>m</sup>, -NHC(O)R<sup>m</sup>, -NR<sup>m</sup>C(O)R<sup>m</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>m</sup>C(O)NH<sub>2</sub>, -NR<sup>m</sup>C(O)NHR<sup>m</sup>, -NHC(O)NHR<sup>m</sup>, -NR<sup>m</sup>C(O)N(R<sup>m</sup>)<sub>2</sub>, -NHC(O)N(R<sup>m</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>m</sup>, -NHCO<sub>2</sub>R<sup>m</sup>, -NR<sup>m</sup>CO<sub>2</sub>R<sup>m</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>m</sup>, -N(R<sup>m</sup>)<sub>2</sub>, -NR<sup>m</sup>S(O)NH<sub>2</sub> and -NR<sup>m</sup>S(O)<sub>2</sub>NHR<sup>m</sup>, wherein each R<sup>m</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl;

Ar<sup>1</sup> is selected from the group consisting of phenyl, naphthyl, pyridyl, pyrazinyl, pyridazinyl, pyrimidinyl, triazinyl, quinolinyl, quinoxalinyl and purinyl, each of which is optionally substituted with from one to five R<sup>2</sup> substituents independently selected from the group consisting of halogen, -OR<sup>c</sup>, -OC(O)R<sup>e</sup>, -NR<sup>c</sup>R<sup>d</sup>, -SR<sup>c</sup>, -R<sup>e</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>c</sup>, -CONR<sup>c</sup>R<sup>d</sup>, -C(O)R<sup>c</sup>, -OC(O)NR<sup>c</sup>R<sup>d</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>-C(O)NR<sup>c</sup>R<sup>d</sup>, ~~NH-C(NH<sub>2</sub>)=NH~~, ~~NR<sup>e</sup>C(NH<sub>2</sub>)=NH~~, ~~NH-C(NH<sub>2</sub>)=NR<sup>e</sup>~~, ~~NH-C(NH<sub>2</sub>)=NH-C(NH<sub>2</sub>)=NH~~, -S(O)R<sup>e</sup>, -S(O)<sub>2</sub>R<sup>c</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup>, -S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>, -N<sub>3</sub>, -X<sup>2</sup>OR<sup>c</sup>, -O-X<sup>2</sup>OR<sup>c</sup>, -X<sup>2</sup>OC(O)R<sup>c</sup>, -X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -O-X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>SR<sup>c</sup>, -X<sup>2</sup>CN, -X<sup>2</sup>NO<sub>2</sub>, -X<sup>2</sup>CO<sub>2</sub>R<sup>c</sup>, -O-X<sup>2</sup>CO<sub>2</sub>R<sup>c</sup>, -X<sup>2</sup>CONR<sup>c</sup>R<sup>d</sup>, -O-X<sup>2</sup>CONR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>C(O)R<sup>c</sup>, -X<sup>2</sup>OC(O)NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>NR<sup>d</sup>C(O)R<sup>c</sup>, -X<sup>2</sup>NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -X<sup>2</sup>NR<sup>c</sup>C(O)NR<sup>c</sup>R<sup>d</sup>, ~~-X<sup>2</sup>NH-C(NH<sub>2</sub>)=NH~~, ~~-X<sup>2</sup>NR<sup>e</sup>C(NH<sub>2</sub>)=NH~~, ~~-X<sup>2</sup>NH-C(NH<sub>2</sub>)=NR<sup>e</sup>~~, ~~-X<sup>2</sup>NH-C(NH<sub>2</sub>)=NH-C(NH<sub>2</sub>)=NH~~, -X<sup>2</sup>S(O)R<sup>e</sup>, -X<sup>2</sup>S(O)<sub>2</sub>R<sup>c</sup>, -X<sup>2</sup>NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup>, -X<sup>2</sup>S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>N<sub>3</sub>, -NR<sup>d</sup>-X<sup>2</sup>OR<sup>c</sup>, -NR<sup>d</sup>-X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -NR<sup>d</sup>-X<sup>2</sup>CO<sub>2</sub>R<sup>c</sup>, and -NR<sup>d</sup>-X<sup>2</sup>CONR<sup>c</sup>R<sup>d</sup>, wherein X<sup>2</sup> is a member selected from the group consisting of C<sub>1-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>c</sup> and R<sup>d</sup> is independently selected from hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, or optionally R<sup>c</sup> and R<sup>d</sup> when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members; and each R<sup>e</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, and each of R<sup>c</sup>, R<sup>d</sup> and R<sup>e</sup> is optionally further substituted with from one to three members selected from the group consisting of -OH, -OR<sup>n</sup>, -OC(O)NHR<sup>n</sup>, -OC(O)N(R<sup>n</sup>)<sub>2</sub>, -SH, -SR<sup>n</sup>, -S(O)R<sup>n</sup>, -S(O)<sub>2</sub>R<sup>n</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>n</sup>, -S(O)<sub>2</sub>N(R<sup>n</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>n</sup>, -NR<sup>n</sup>S(O)<sub>2</sub>R<sup>n</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>n</sup>, -C(O)N(R<sup>n</sup>)<sub>2</sub>, -C(O)R<sup>n</sup>, -NHC(O)R<sup>n</sup>, -NR<sup>n</sup>C(O)R<sup>n</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>n</sup>C(O)NH<sub>2</sub>, -NR<sup>n</sup>C(O)NHR<sup>n</sup>, -NHC(O)NHR<sup>n</sup>, -NR<sup>n</sup>C(O)N(R<sup>n</sup>)<sub>2</sub>, -NHC(O)N(R<sup>n</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>n</sup>, -NHCO<sub>2</sub>R<sup>n</sup>, -NR<sup>n</sup>CO<sub>2</sub>R<sup>n</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>n</sup>, -N(R<sup>n</sup>)<sub>2</sub>, -NR<sup>n</sup>S(O)NH<sub>2</sub> and -NR<sup>n</sup>S(O)<sub>2</sub>NHR<sup>n</sup>, wherein each R<sup>n</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl;

HAr is a heteroaryl group selected from the group consisting of pyrazolyl, imidazolyl, triazolyl, tetrazolyl, oxazolyl, isoxazolyl, oxadiazolyl, oxathiadiazolyl, pyrrolyl, thiazolyl, isothiazolyl, benzimidazolyl, and benzopyrazolyl and benzotriazolyl, each of which is linked through a ring member nitrogen atom to the remainder of the molecule and is substituted with from one to five R<sup>3</sup> substituents independently selected from the group consisting of halogen, -OR<sup>f</sup>, -OC(O)R<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -SR<sup>f</sup>, -R<sup>h</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -OC(O)NR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>C(O)R<sup>f</sup>, -NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, ~~NH-C(NH<sub>2</sub>)=NH~~, ~~NR<sup>h</sup>C(NH<sub>2</sub>)=NH~~, ~~NH-C(NH<sub>2</sub>)=NR<sup>h</sup>~~, ~~NH-C(NHR<sup>h</sup>)=NH~~, -S(O)R<sup>h</sup>, -S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -N<sub>3</sub>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>OC(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>SR<sup>f</sup>, -X<sup>3</sup>CN, -X<sup>3</sup>NO<sub>2</sub>, -X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>OC(O)NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, ~~X<sup>3</sup>NH-C(NH<sub>2</sub>)=NH~~, ~~X<sup>3</sup>NR<sup>h</sup>C(NH<sub>2</sub>)=NH~~, ~~X<sup>3</sup>NH-C(NHR<sup>h</sup>)=NH~~, -X<sup>3</sup>S(O)R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -Y, -X<sup>3</sup>Y, -X<sup>3</sup>N<sub>3</sub>, -O-X<sup>3</sup>OR<sup>f</sup>, -O-X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -O-X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -O-X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>-X<sup>3</sup>OR<sup>f</sup>, -NR<sup>g</sup>-X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>-X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, and -NR<sup>g</sup>-X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -R<sup>h</sup>, -SR<sup>f</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -NR<sup>g</sup>C(O)R<sup>f</sup>, -S(O)R<sup>h</sup>, -S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup> and -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, and wherein each X<sup>3</sup> is independently selected from the group consisting of C<sub>1-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>f</sup> and R<sup>g</sup> is independently selected from hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members, and each R<sup>h</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, wherein the aliphatic portions of R<sup>f</sup>, R<sup>g</sup> and R<sup>h</sup> is optionally further substituted with from one to

three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein each R<sup>o</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl;

L<sup>1</sup> is CH<sub>2</sub> - a linking group having from one to three main chain atoms selected from the group consisting of C, N, O and S and being optionally substituted with a from one to three substituents selected from the group consisting of halogen, phenyl, OR<sup>i</sup>, -OC(O)R<sup>i</sup>, NR<sup>i</sup>R<sup>j</sup>, SR<sup>i</sup>, R<sup>k</sup>, CN, NO<sub>2</sub>, CO<sub>2</sub>R<sup>i</sup>, CONR<sup>i</sup>R<sup>j</sup>, C(O)R<sup>i</sup>, OC(O)NR<sup>i</sup>R<sup>j</sup>, NR<sup>i</sup>C(O)R<sup>i</sup>, NR<sup>i</sup>C(O)<sub>2</sub>R<sup>k</sup>, X<sup>4</sup>OR<sup>i</sup>, X<sup>4</sup>OC(O)R<sup>i</sup>, X<sup>4</sup>NR<sup>i</sup>R<sup>j</sup>, X<sup>4</sup>SR<sup>i</sup>, X<sup>4</sup>CN, X<sup>4</sup>NO<sub>2</sub>, X<sup>4</sup>CO<sub>2</sub>R<sup>i</sup>, X<sup>4</sup>CONR<sup>i</sup>R<sup>j</sup>, X<sup>4</sup>C(O)R<sup>i</sup>, X<sup>4</sup>OC(O)NR<sup>i</sup>R<sup>j</sup>, X<sup>4</sup>NR<sup>i</sup>C(O)R<sup>i</sup> and X<sup>4</sup>NR<sup>i</sup>C(O)<sub>2</sub>R<sup>k</sup>, wherein X<sup>4</sup> is selected from the group consisting of C<sub>4-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>i</sup> and R<sup>j</sup> is independently selected from hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl C<sub>4-4</sub> alkyl, and aryloxy C<sub>4-4</sub> alkyl, and each R<sup>k</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl C<sub>4-4</sub> alkyl, and aryloxy C<sub>4-4</sub> alkyl or C<sub>1-8</sub> alkyl; and

with the proviso that the compound is other than CAS Reg. No. 492422-98-7, 1-[[4-bromo-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(5-chloro-2-methylphenyl)-piperazine; CAS Reg. No. 351986-92-0, 1-[[4-chloro-5-methyl-3-(trifluoromethyl)-1H-pyrazol-1-yl]acetyl]-4-(4-fluorophenyl)-piperazine; CAS Reg. No. 356039-23-1, 1-[(3,5-dimethyl-4-nitro-1H-pyrazol-1-yl)acetyl]-4-(4-fluorophenyl)-piperazine; 1-(2-{4-nitro-3,5-dimethyl-1H-pyrazol-1-yl}propanoyl)-4-phenylpiperazine; 2-(2,4-Dinitro-imidazol-1-yl)-1-[4-(4-fluorophenyl)-piperazin-1-yl]-ethanone; 2-(2,4-Dinitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; 2-(4-Nitro-imidazol-1-yl)-1-(4-phenyl-piperazin-1-yl)-ethanone; and CAS Reg. No. 492992-15-1, 3-[3-

Fluoro-4-[4-[(1-pyrazolyl)acetyl]piperazine-1-yl]phenyl]-5-[[isoxazol-3-yl)amino]methyl]isoxazole.

2. (Currently Amended) A compound of claim 1, wherein Ar<sup>1</sup> is selected from the group consisting of:

- (i) phenyl, substituted with from 1 to 5 R<sup>2</sup> groups;
- (ii) pyridinyl, substituted with from 1 to 4 R<sup>2</sup> groups; and
- (iii) pyrimidinyl, substituted with from 1 to 3 R<sup>2</sup> groups;
- (iv) pyrazinyl, substituted with from 1 to 3 R<sup>2</sup> groups; and
- (v) pyridazinyl, substituted with from 1 to 3 R<sup>2</sup> groups;

wherein each R<sup>2</sup> is a member independently selected from the group consisting of halogen, -OR<sup>c</sup>, -OC(O)R<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -SR<sup>c</sup>, -R<sup>e</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>c</sup>, -CONR<sup>c</sup>R<sup>d</sup>, -C(O)R<sup>c</sup>, -OC(O)NR<sup>c</sup>R<sup>d</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>-C(O)NR<sup>c</sup>R<sup>d</sup>, -S(O)R<sup>e</sup>, -S(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup>, -S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup> and -N<sub>3</sub>.

3. (Currently Amended) A compound of claim 1, wherein Ar<sup>1</sup> is selected from the group consisting of:

- (i) phenyl, substituted with from 1 to 5 R<sup>2</sup> groups;
- (ii) pyridinyl, substituted with from 1 to 4 R<sup>2</sup> groups; and
- (iii) pyrimidinyl, substituted with from 1 to 3 R<sup>2</sup> groups;
- (iv) pyrazinyl, substituted with from 1 to 3 R<sup>2</sup> groups; and
- (v) pyridazinyl, substituted with from 1 to 3 R<sup>2</sup> groups;

wherein each R<sup>2</sup> is a member independently selected from the group consisting of halogen, -X<sup>2</sup>OR<sup>c</sup>, -O-X<sup>2</sup>OR<sup>c</sup>, -X<sup>2</sup>OC(O)R<sup>c</sup>, -X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -O-X<sup>2</sup>NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>SR<sup>c</sup>, -X<sup>2</sup>CN, -X<sup>2</sup>NO<sub>2</sub>, -X<sup>2</sup>CO<sub>2</sub>R<sup>c</sup>, -O-X<sup>2</sup>CO<sub>2</sub>R<sup>c</sup>, -X<sup>2</sup>CONR<sup>c</sup>R<sup>d</sup>, -O-X<sup>2</sup>CONR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>C(O)R<sup>c</sup>, -X<sup>2</sup>OC(O)NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>NR<sup>d</sup>C(O)R<sup>c</sup>, -X<sup>2</sup>NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -X<sup>2</sup>NR<sup>c</sup>C(O)NR<sup>c</sup>R<sup>d</sup>, -X<sup>2</sup>NH-C(NH<sub>2</sub>)=NH, -X<sup>2</sup>NR<sup>e</sup>C(NH<sub>2</sub>)=NH, -X<sup>2</sup>NH-C(NH<sub>2</sub>)=NR<sup>e</sup>, -X<sup>2</sup>NH-C(NHR<sup>e</sup>)=NH, -X<sup>2</sup>S(O)R<sup>e</sup>, -X<sup>2</sup>S(O)<sub>2</sub>R<sup>e</sup>, -X<sup>2</sup>NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup>, -X<sup>2</sup>S(O)<sub>2</sub>NR<sup>c</sup>R<sup>d</sup> and -X<sup>2</sup>N<sub>3</sub>.

4. (Original) A compound of claim 1, wherein Ar<sup>1</sup> is phenyl substituted with from 1 to 3 R<sup>2</sup> groups.

5. (Canceled)

6. (Currently Amended) A compound of claim 5 4, wherein HAr is a member selected from the group consisting of pyrazolyl and triazolyl, which is optionally substituted with from one to three R<sup>3</sup> groups independently selected from the group consisting of halogen, -OR<sup>f</sup>, -OC(O)R<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -SR<sup>f</sup>, -R<sup>h</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -OC(O)NR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>C(O)R<sup>f</sup>, -NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, ~~-NH-C(NH<sub>2</sub>)=NH~~, ~~-NR<sup>h</sup>C(NH<sub>2</sub>)=NH~~, ~~-NH-C(NH<sub>2</sub>)=NR<sup>h</sup>~~, ~~-NH-C(NHR<sup>h</sup>)=NH~~, -S(O)R<sup>h</sup>, -S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -N<sub>3</sub>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>OC(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>SR<sup>f</sup>, -X<sup>3</sup>CN, -X<sup>3</sup>NO<sub>2</sub>, -X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>OC(O)NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, ~~-X<sup>3</sup>NH-C(NH<sub>2</sub>)=NH~~, ~~-X<sup>3</sup>NR<sup>h</sup>C(NH<sub>2</sub>)=NH~~, ~~-X<sup>3</sup>NH-C(NH<sub>2</sub>)=NR<sup>h</sup>~~, ~~-X<sup>3</sup>NH-C(NHR<sup>h</sup>)=NH~~, -X<sup>3</sup>S(O)R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -Y, -X<sup>3</sup>Y and -X<sup>3</sup>N<sub>3</sub> wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -R<sup>h</sup>, -SR<sup>f</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -NR<sup>g</sup>C(O)R<sup>f</sup>, -S(O)R<sup>h</sup>, -S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup> and -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, and wherein each X<sup>3</sup> is independently selected from the group consisting of C<sub>1-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>f</sup> and R<sup>g</sup> is independently selected from hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members, and each R<sup>h</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl-C<sub>1-4</sub> alkyl, and aryloxy-C<sub>1-4</sub> alkyl, wherein the aliphatic portions of R<sup>f</sup>, R<sup>g</sup> and R<sup>h</sup> are optionally further substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>,

-CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein R<sup>o</sup> is unsubstituted C<sub>1-6</sub> alkyl.

7. (Currently Amended) A compound of claim 6, wherein ~~n is 1, m is 0-2, Ar<sup>f</sup> is phenyl substituted with from one to three R<sup>2</sup> groups, HAr is pyrazolyl which is substituted with three R<sup>3</sup> groups and L<sup>1</sup> is -CH<sub>2</sub>-.~~

8. (Canceled)

9. (Canceled)

10. (Currently Amended) A compound of claim 8 7, wherein one of said R<sup>3</sup> groups is selected from the group consisting of -Y and -X<sup>3</sup>-Y, wherein Y is selected from the group consisting of phenyl, thienyl, furanyl, pyridyl, pyrimidinyl, pyrazinyl, pyridazinyl, pyrazolyl, imidazolyl, thiazolyl, oxazolyl, isoxazolyl, isothiazolyl, triazolyl, tetrazolyl and oxadiazolyl, which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -COR<sup>f</sup>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -NO<sub>2</sub>, -R<sup>h</sup>, -CN, -X<sup>3</sup>-OR<sup>f</sup>, -X<sup>3</sup>-NR<sup>f</sup>R<sup>g</sup> and -X<sup>3</sup>-NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, wherein R<sup>f</sup> and R<sup>g</sup> are each independently selected from the group consisting of H, C<sub>1-8</sub> alkyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-8</sub> haloalkyl, and each R<sup>h</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-8</sub> haloalkyl.

11. (Original) A compound of claim 10, wherein Y is selected from the group consisting of phenyl and thienyl, each of which is optionally substituted with from one to three substituents independently selected from the group consisting of halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -COR<sup>f</sup>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -NO<sub>2</sub>, -R<sup>h</sup>, -CN, -X<sup>3</sup>-OR<sup>f</sup>, -X<sup>3</sup>-NR<sup>f</sup>R<sup>g</sup> and -X<sup>3</sup>-NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, wherein R<sup>f</sup> and R<sup>g</sup> are each independently selected from the group consisting of H, C<sub>1-8</sub> alkyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-8</sub> haloalkyl, and each R<sup>h</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>3-6</sub> cycloalkyl and C<sub>1-8</sub> haloalkyl.

12. (Canceled)

13. (Canceled)

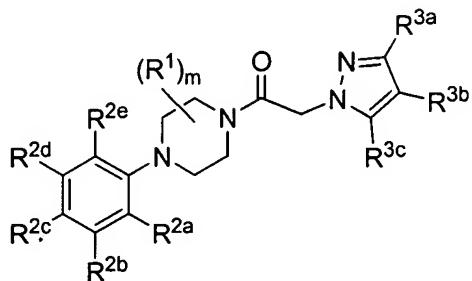
14. (Canceled)

15. (Canceled)

16. (Canceled)

17. (Canceled)

18. (Currently Amended) A compound of claim 1, having the formula:



wherein the subscript m is an integer of from 0 to 2;

each R<sup>1</sup> is a member selected from the group consisting of CO<sub>2</sub>H, C<sub>1-4</sub> alkyl and C<sub>1-4</sub> haloalkyl, wherein the aliphatic portions are optionally substituted with OH, OR<sup>m</sup>, OC(O)NHR<sup>m</sup>, OC(O)N(R<sup>m</sup>)<sub>2</sub>, SH, SR<sup>m</sup>, S(O)R<sup>m</sup>, S(O)<sub>2</sub>R<sup>m</sup>, SO<sub>2</sub>NH<sub>2</sub>, S(O)<sub>2</sub>NHR<sup>m</sup>, S(O)<sub>2</sub>N(R<sup>m</sup>)<sub>2</sub>, NHS(O)<sub>2</sub>R<sup>m</sup>, NR<sup>m</sup>S(O)<sub>2</sub>R<sup>m</sup>, C(O)NH<sub>2</sub>, C(O)NHR<sup>m</sup>, C(O)N(R<sup>m</sup>)<sub>2</sub>, C(O)R<sup>m</sup>, NHC(O)R<sup>m</sup>, NR<sup>m</sup>C(O)R<sup>m</sup>, NHC(O)NH<sub>2</sub>, NR<sup>m</sup>C(O)NH<sub>2</sub>, NR<sup>m</sup>C(O)NHR<sup>m</sup>, NHC(O)NHR<sup>m</sup>, NR<sup>m</sup>C(O)N(R<sup>m</sup>)<sub>2</sub>, NHC(O)N(R<sup>m</sup>)<sub>2</sub>, CO<sub>2</sub>H, CO<sub>2</sub>R<sup>m</sup>, NHCO<sub>2</sub>R<sup>m</sup>, NR<sup>m</sup>CO<sub>2</sub>R<sup>m</sup>, CN, NO<sub>2</sub>, NH<sub>2</sub>, NHR<sup>m</sup>, N(R<sup>m</sup>)<sub>2</sub>, NR<sup>m</sup>S(O)NH<sub>2</sub> and NR<sup>m</sup>S(O)<sub>2</sub>NHR<sup>m</sup>, wherein each R<sup>m</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl;

R<sup>2a</sup>, R<sup>2b</sup>, R<sup>2c</sup>, R<sup>2d</sup> and R<sup>2e</sup> are each members independently selected from the group consisting of hydrogen, halogen, -OR<sup>c</sup>, -OC(O)R<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -SR<sup>c</sup>, -R<sup>e</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>c</sup>, -CONR<sup>c</sup>R<sup>d</sup>, -C(O)R<sup>c</sup>, -OC(O)NR<sup>c</sup>R<sup>d</sup>, -NR<sup>d</sup>C(O)R<sup>c</sup>, -NR<sup>d</sup>C(O)<sub>2</sub>R<sup>e</sup>, -NR<sup>c</sup>-C(O)NR<sup>c</sup>R<sup>d</sup>, -NH-C(NH<sub>2</sub>)=NH, NR<sup>e</sup>C(NH<sub>2</sub>)=NH, NH-C(NH<sub>2</sub>)=NR<sup>e</sup>, NH-C(NHR<sup>e</sup>)=NH, -

$S(O)R^e$ ,  $-S(O)_2R^e$ ,  $-NR^cS(O)_2R^e$ ,  $-S(O)_2NR^cR^d$ ,  $-N_3$ ,  $-X^2OR^c$ ,  $-O-X^2OR^c$ ,  
 $-X^2OC(O)R^c$ ,  $-X^2NR^cR^d$ ,  $-O-X^2NR^cR^d$ ,  $-X^2SR^c$ ,  $-X^2CN$ ,  $-X^2NO_2$ ,  $-X^2CO_2R^c$ ,  
 $-O-X^2CO_2R^c$ ,  $-X^2CONR^cR^d$ ,  $-O-X^2CONR^cR^d$ ,  $-X^2C(O)R^c$ ,  $-X^2OC(O)NR^cR^d$ ,  
 $-X^2NR^dC(O)R^c$ ,  $-X^2NR^dC(O)_2R^e$ ,  $-X^2NR^cC(O)NR^cR^d$ ,  $\text{---NH---C(NH}_2\text{)---NH---}$ ,  
 $\text{---NR---C(NH}_2\text{)---NH---}$ ,  $\text{---NH---C(NH}_2\text{)---NR^e---}$ ,  $\text{---NH---C(NH}_2\text{)---NR^e---}$ ,  $-X^2S(O)R^e$ ,  
 $-X^2S(O)_2R^e$ ,  $-X^2NR^cS(O)_2R^e$ ,  $-X^2S(O)_2NR^cR^d$ ,  $-X^2N_3$ ,  $-NR^d-X^2OR^c$ ,  $-NR^d-X^2NR^cR^d$ ,  
 $-NR^d-X^2CO_2R^c$ , and  $-NR^d-X^2CONR^cR^d$ , wherein  $X^2$  is a member selected from the  
group consisting of  $C_{1-4}$  alkylene,  $C_{2-4}$  alkenylene and  $C_{2-4}$  alkynylene and each  $R^c$  and  
 $R^d$  is independently selected from hydrogen,  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$   
cycloalkyl,  $C_{2-8}$  alkenyl,  $C_{2-8}$  alkynyl, aryl, heteroaryl, aryl  $C_{1-4}$  alkyl, and aryloxy  $C_{1-4}$   
alkyl, or optionally  $R^c$  and  $R^d$  when attached to the same nitrogen atom can be  
combined with the nitrogen atom to form a five or six-membered ring having from 0  
to 2 additional heteroatoms as ring members; and each  $R^e$  is independently selected  
from the group consisting of  $C_{1-8}$  alkyl,  $C_{1-8}$  haloalkyl, and  $C_{3-6}$  cycloalkyl,  $C_{2-8}$   
alkenyl,  $C_{2-8}$  alkynyl, aryl, heteroaryl, aryl  $C_{1-4}$  alkyl, and aryloxy  $C_{1-4}$  alkyl, and each  
of  $R^c$ ,  $R^d$  and  $R^e$  is optionally further substituted with from one to three members  
selected from the group consisting of  $-OH$ ,  $-OR^n$ ,  $-OC(O)NHR^n$ ,  $-OC(O)N(R^n)_2$ ,  $-SH$ ,  
 $-SR^n$ ,  $-S(O)R^n$ ,  $-S(O)_2R^n$ ,  $-SO_2NH_2$ ,  $-S(O)_2NHR^n$ ,  $-S(O)_2N(R^n)_2$ ,  $-NHS(O)_2R^n$ ,  
 $-NR^nS(O)_2R^n$ ,  $-C(O)NH_2$ ,  $-C(O)NHR^n$ ,  $-C(O)N(R^n)_2$ ,  $-C(O)R^n$ ,  $-NHC(O)R^n$ ,  
 $-NR^nC(O)R^n$ ,  $-NHC(O)NH_2$ ,  $-NR^nC(O)NH_2$ ,  $-NR^nC(O)NHR^n$ ,  $-NHC(O)NHR^n$ ,  
 $-NR^nC(O)N(R^n)_2$ ,  $-NHC(O)N(R^n)_2$ ,  $-CO_2H$ ,  $-CO_2R^n$ ,  $-NHCO_2R^n$ ,  $-NR^nCO_2R^n$ ,  $-CN$ ,  
 $-NO_2$ ,  $-NH_2$ ,  $-NHR^n$ ,  $-N(R^n)_2$ ,  $-NR^nS(O)NH_2$  and  $-NR^nS(O)_2NHR^n$ , wherein each  $R^n$   
is independently an unsubstituted  $C_{1-6}$  alkyl, such that at least one of  $R^{2a}$ ,  $R^{2b}$ ,  $R^{2c}$ ,  $R^{2d}$   
and  $R^{2e}$  is other than H;

$R^{3a}$ ,  $R^{3b}$  and  $R^{3c}$  are each members independently selected from the group consisting of  
hydrogen, halogen,  $-OR^f$ ,  $-OC(O)R^f$ ,  $-NR^fR^g$ ,  $-SR^f$ ,  $-R^h$ ,  $-CN$ ,  $-NO_2$ ,  $-CO_2R^f$ ,  
 $-CONR^fR^g$ ,  $-C(O)R^f$ ,  $-OC(O)NR^fR^g$ ,  $-NR^gC(O)R^f$ ,  $-NR^gC(O)_2R^h$ ,  $-NR^f-C(O)NR^fR^g$ ,  
 $\text{---NH---C(NH}_2\text{)---NH---}$ ,  $\text{---NR}^h\text{---C(NH}_2\text{)---NH---}$ ,  $\text{---NH---C(NH}_2\text{)---NR}^h\text{---}$ ,  $\text{---NH---C(NH}_2\text{)---NR}^h\text{---}$ ,  
 $S(O)R^h$ ,  $-S(O)_2R^h$ ,  $-NR^fS(O)_2R^h$ ,  $-S(O)_2NR^fR^g$ ,  $-NR^fS(O)_2NR^fR^g$ ,  $-N_3$ ,  $-X^3OR^f$ ,

~~-X<sup>3</sup>OC(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>SR<sup>f</sup>, -X<sup>3</sup>CN, -X<sup>3</sup>NO<sub>2</sub>, -X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>OC(O)NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)R<sup>f</sup>, -X<sup>3</sup>NR<sup>g</sup>C(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>-C(O)NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NH-C(NH<sub>2</sub>)=NH, -X<sup>3</sup>NR<sup>h</sup>C(NH<sub>2</sub>)=NH, -X<sup>3</sup>NH-C(NH<sub>2</sub>)=NR<sup>h</sup>, -X<sup>3</sup>NH-C(NHR<sup>h</sup>)=NH, -X<sup>3</sup>S(O)R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -Y, -X<sup>3</sup>Y, -X<sup>3</sup>N<sub>3</sub>, -O-X<sup>3</sup>OR<sup>f</sup>, -O-X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -O-X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, -O-X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>-X<sup>3</sup>OR<sup>f</sup>, -NR<sup>g</sup>-X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -NR<sup>g</sup>-X<sup>3</sup>CO<sub>2</sub>R<sup>f</sup>, and -NR<sup>g</sup>-X<sup>3</sup>CONR<sup>f</sup>R<sup>g</sup>, wherein Y is a five or six-membered aryl, heteroaryl or heterocyclic ring, optionally substituted with from one to three substituents selected from the group consisting of halogen, -OR<sup>f</sup>, -NR<sup>f</sup>R<sup>g</sup>, -R<sup>h</sup>, -SR<sup>f</sup>, -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R<sup>f</sup>, -CONR<sup>f</sup>R<sup>g</sup>, -C(O)R<sup>f</sup>, -NR<sup>g</sup>C(O)R<sup>f</sup>, -S(O)R<sup>h</sup>, -S(O)<sub>2</sub>R<sup>h</sup>, -NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup>, -S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>OR<sup>f</sup>, -X<sup>3</sup>NR<sup>f</sup>R<sup>g</sup>, -X<sup>3</sup>NR<sup>f</sup>S(O)<sub>2</sub>R<sup>h</sup> and -X<sup>3</sup>S(O)<sub>2</sub>NR<sup>f</sup>R<sup>g</sup>, and wherein each X<sup>3</sup> is independently selected from the group consisting of C<sub>1-4</sub> alkylene, C<sub>2-4</sub> alkenylene and C<sub>2-4</sub> alkynylene and each R<sup>f</sup> and R<sup>g</sup> is independently selected from hydrogen, C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, and C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl C<sub>1-4</sub> alkyl, and aryloxy C<sub>1-4</sub> alkyl, or when attached to the same nitrogen atom can be combined with the nitrogen atom to form a five or six-membered ring having from 0 to 2 additional heteroatoms as ring members, and each R<sup>h</sup> is independently selected from the group consisting of C<sub>1-8</sub> alkyl, C<sub>1-8</sub> haloalkyl, and C<sub>3-6</sub> cycloalkyl, C<sub>2-8</sub> alkenyl, C<sub>2-8</sub> alkynyl, aryl, heteroaryl, aryl C<sub>1-4</sub> alkyl, and aryloxy C<sub>1-4</sub> alkyl, wherein the aliphatic portions of R<sup>f</sup>, R<sup>g</sup> and R<sup>h</sup> is optionally further substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein each R<sup>o</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl, such that at least one of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is other than H.~~

19. (Original) A compound of claim 18, wherein at least one of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is selected from the group consisting of -Y and -X<sup>3</sup>-Y.

20. (Original) A compound of claim 18, wherein m is 0 or 1; at least one of R<sup>2a</sup> and R<sup>2e</sup> is hydrogen.

21. (Original) A compound of claim 18, wherein R<sup>3b</sup> is halogen.

22. (Original) A compound of claim 21, wherein R<sup>1</sup>, when present, is selected from the group consisting of -CO<sub>2</sub>H or C<sub>1-4</sub> alkyl, optionally substituted with -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>.

23. (Original) A compound of claim 20, wherein at least one of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is selected from the group consisting of halogen, C<sub>1-4</sub> alkyl and C<sub>1-4</sub> haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein each R<sup>o</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl.

24. (Original) A compound of claim 23, wherein R<sup>2d</sup> is hydrogen and at least two of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> are selected from the group consisting of halogen, C<sub>1-4</sub> alkyl and C<sub>1-4</sub> haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein each R<sup>o</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl.

25. (Original) A compound of claim 24, wherein R<sup>2c</sup> is selected from the group consisting of F, Cl, Br, CN, NO<sub>2</sub>, CO<sub>2</sub>CH<sub>3</sub>, C(O)CH<sub>3</sub> and S(O)<sub>2</sub>CH<sub>3</sub>, and each of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is other than hydrogen.

26. (Original) A compound of claim 18, wherein m is 0 or 1; R<sup>2a</sup> and R<sup>2e</sup> are each hydrogen.

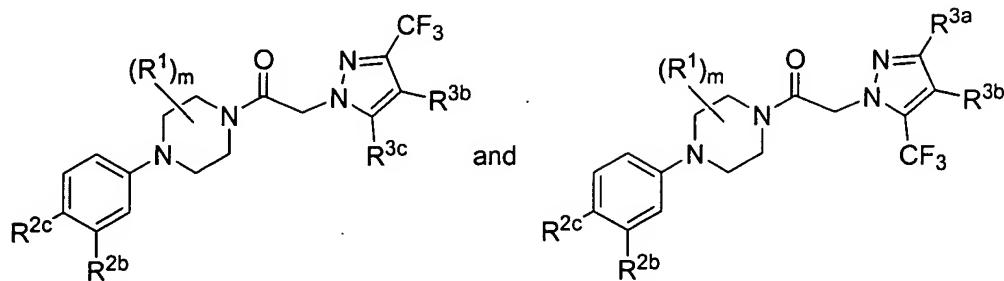
27. (Original) A compound of claim 26, wherein at least one of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is selected from the group consisting of halogen, C<sub>1-4</sub> alkyl and C<sub>1-4</sub> haloalkyl, wherein the aliphatic portions are optionally substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>, wherein each R<sup>o</sup> is independently an unsubstituted C<sub>1-6</sub> alkyl.

28. (Original) A compound of claim 27, wherein each of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is other than hydrogen.

29. (Original) A compound of claim 28, wherein R<sup>2c</sup> is selected from the group consisting of F, Cl, Br, CN, NO<sub>2</sub>, CO<sub>2</sub>CH<sub>3</sub>, C(O)CH<sub>3</sub> and S(O)<sub>2</sub>CH<sub>3</sub>.

30. (Original) A compound of claim 18, wherein m is 0 or 1; R<sup>2b</sup> and R<sup>2e</sup> are each hydrogen.

31. (Original) A compound of claim 18, having a formula selected from the group consisting of:



32. (Original) A compound of claim 31, wherein R<sup>3c</sup> and R<sup>3a</sup> are each independently selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl; and R<sup>3b</sup> is halogen.

33. (Original) A compound of claim 31, wherein R<sup>3c</sup> and R<sup>3a</sup> are each independently selected from the group consisting of halogen, -NR<sup>f</sup>R<sup>g</sup>, -SR<sup>f</sup>, -CO<sub>2</sub>R<sup>f</sup>, -Y and -R<sup>h</sup>, wherein R<sup>h</sup> is C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl, wherein the aliphatic portions are optionally further substituted with from one to three members selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>.

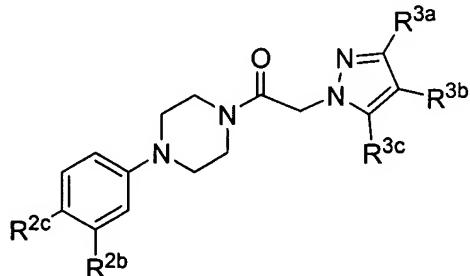
34. (Original) A compound of claim 33, wherein R<sup>3b</sup> is halogen.

35. (Original) A compound of claim 31, wherein m is 0.

36. (Original) A compound of claim 31, wherein m is 1 or 2, and each R<sup>1</sup> is independently selected from the group consisting of -CO<sub>2</sub>H and C<sub>1-4</sub> alkyl, wherein the alkyl portion is optionally substituted with -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>.

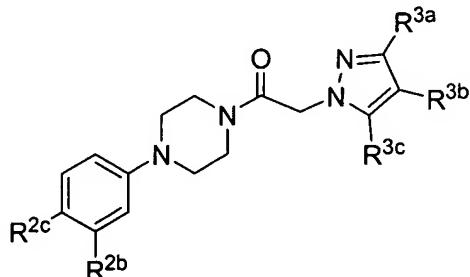
37. (Original) A compound of claim 31, wherein R<sup>2b</sup> is selected from the group consisting of -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, and -NR<sup>c</sup>SO<sub>2</sub>R<sup>d</sup>.

38. (Original) A compound of claim 18, having the formula:



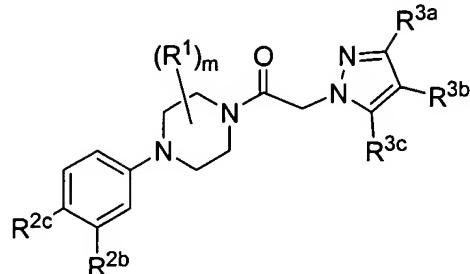
wherein R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2b</sup> is selected from -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y; R<sup>3b</sup> is chloro or bromo; and R<sup>3c</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl.

39. (Original) A compound of claim 18, having the formula:



wherein R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2b</sup> is selected from -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl; R<sup>3c</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y; and R<sup>3b</sup> is chloro or bromo.

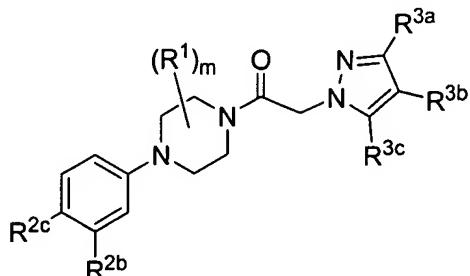
40. (Original) A compound of claim 18, having the formula:



wherein R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2b</sup> is selected from -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y; R<sup>3b</sup> is chloro or bromo; and R<sup>3c</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl wherein the aliphatic portions of R<sup>3c</sup> are optionally substituted with a member selected from the group consisting of -OH, -OR<sup>o</sup>, -OC(O)NHR<sup>o</sup>, -OC(O)N(R<sup>o</sup>)<sub>2</sub>, -SH, -SR<sup>o</sup>, -S(O)R<sup>o</sup>, -S(O)<sub>2</sub>R<sup>o</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>o</sup>, -S(O)<sub>2</sub>N(R<sup>o</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>S(O)<sub>2</sub>R<sup>o</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>o</sup>, -C(O)N(R<sup>o</sup>)<sub>2</sub>, -C(O)R<sup>o</sup>, -NHC(O)R<sup>o</sup>, -NR<sup>o</sup>C(O)R<sup>o</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NH<sub>2</sub>, -NR<sup>o</sup>C(O)NHR<sup>o</sup>, -NHC(O)NHR<sup>o</sup>, -NR<sup>o</sup>C(O)N(R<sup>o</sup>)<sub>2</sub>, -NHC(O)N(R<sup>o</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>o</sup>, -NHCO<sub>2</sub>R<sup>o</sup>, -NR<sup>o</sup>CO<sub>2</sub>R<sup>o</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>o</sup>, -N(R<sup>o</sup>)<sub>2</sub>, -NR<sup>o</sup>S(O)NH<sub>2</sub> and -NR<sup>o</sup>S(O)<sub>2</sub>NHR<sup>o</sup>.

41. (Original) A compound of claim 40, wherein each R<sup>1</sup>, when present, is selected from the group consisting of -CO<sub>2</sub>H and C<sub>1-4</sub> alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>.

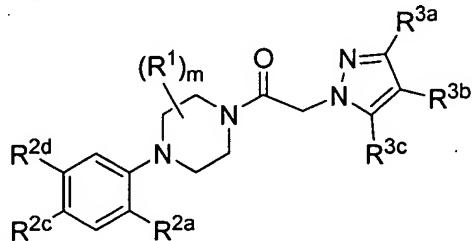
42. (Original) A compound of claim 18, having the formula:



wherein  $R^{2c}$  is halogen, cyano or nitro;  $R^{2b}$  is selected from  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^cR^d$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^c$ ;  $R^{3a}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl, wherein the aliphatic portions of  $R^{3a}$  are optionally substituted with a member selected from the group consisting of  $-OH$ ,  $-OR^o$ ,  $-OC(O)NHR^o$ ,  $-OC(O)N(R^o)_2$ ,  $-SH$ ,  $-SR^o$ ,  $-S(O)R^o$ ,  $-S(O)_2R^o$ ,  $-SO_2NH_2$ ,  $-S(O)_2NHR^o$ ,  $-S(O)_2N(R^o)_2$ ,  $-NHS(O)_2R^o$ ,  $-NR^oS(O)_2R^o$ ,  $-C(O)NH_2$ ,  $-C(O)NHR^o$ ,  $-C(O)N(R^o)_2$ ,  $-C(O)R^o$ ,  $-NHC(O)R^o$ ,  $-NR^oC(O)R^o$ ,  $-NHC(O)NH_2$ ,  $-NR^oC(O)NH_2$ ,  $-NR^oC(O)NHR^o$ ,  $-NR^oC(O)NHR^o$ ,  $-NHC(O)NHR^o$ ,  $-NR^oC(O)N(R^o)_2$ ,  $-NHC(O)N(R^o)_2$ ,  $-CO_2H$ ,  $-CO_2R^o$ ,  $-NHCO_2R^o$ ,  $-NR^oCO_2R^o$ ,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NHR^o$ ,  $-N(R^o)_2$ ,  $-NR^oS(O)NH_2$  and  $-NR^oS(O)_2NHR^o$ ;  $R^{3c}$  is selected from the group consisting of  $NH_2$ ,  $CF_3$ ,  $SCH_3$  and  $Y$ ; and  $R^{3b}$  is chloro or bromo.

**43.** (Original) A compound of claim 42, wherein each  $R^1$ , when present, is selected from the group consisting of  $-CO_2H$  and  $C_{1-4}$  alkyl, optionally substituted with a member selected from the group consisting of  $-OH$ ,  $-OR^m$ ,  $-S(O)_2R^m$ ,  $-CO_2H$  and  $-CO_2R^m$ .

**44.** (Original) A compound of claim 18, having the formula:

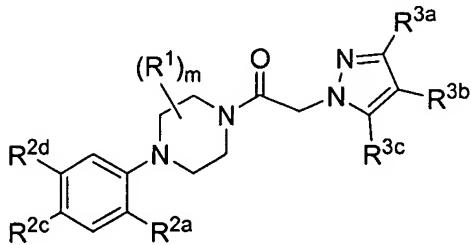


wherein  $R^{2a}$  is other than hydrogen;  $R^{2c}$  is halogen, cyano or nitro;  $R^{2d}$  is selected from  $-SR^c$ ,  $-O-X^2-OR^c$ ,  $-X^2-OR^c$ ,  $-R^e$ ,  $-OR^c$ ,  $-NR^cR^d$ ,  $-NR^cS(O)_2R^e$  and  $-NR^dC(O)R^c$ ;  $R^{3a}$  is selected from the group consisting of  $C_{1-6}$  alkyl,  $C_{1-6}$  haloalkyl and  $C_{3-6}$  cycloalkyl, optionally substituted with a member selected from the group consisting of  $-OH$ ,  $-OR^o$ ,  $-OC(O)NHR^o$ ,  $-OC(O)N(R^o)_2$ ,  $-SH$ ,  $-SR^o$ ,  $-S(O)R^o$ ,  $-S(O)_2R^o$ ,  $-SO_2NH_2$ ,  $-S(O)_2NHR^o$ ,  $-S(O)_2N(R^o)_2$ ,  $-NHS(O)_2R^o$ ,  $-NR^oS(O)_2R^o$ ,  $-C(O)NH_2$ ,  $-C(O)NHR^o$ ,  $-C(O)N(R^o)_2$ ,  $-C(O)R^o$ ,  $-NHC(O)R^o$ ,  $-NR^oC(O)R^o$ ,  $-NHC(O)NH_2$ ,  $-NR^oC(O)NH_2$ ,  $-NR^oC(O)NHR^o$ ,  $-NHC(O)NHR^o$ ,  $-NR^oC(O)N(R^o)_2$ ,  $-NHC(O)N(R^o)_2$ ,  $-CO_2H$ ,  $-CO_2R^o$ ,  $-NHCO_2R^o$ ,  $-NR^oCO_2R^o$ ,  $-CN$ ,  $-NO_2$ ,  $-NH_2$ ,  $-NHR^o$ ,  $-N(R^o)_2$ ,  $-NR^oS(O)NH_2$  and  $-NR^oS(O)_2NHR^o$ .

-NR<sup>0</sup>S(O)<sub>2</sub>NHR<sup>0</sup>; R<sup>3b</sup> is chloro or bromo; and R<sup>3c</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y.

**45.** (Original) A compound of claim 44, wherein each R<sup>1</sup>, when present, is selected from the group consisting of -CO<sub>2</sub>H and C<sub>1-4</sub> alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>.

**46.** (Original) A compound of claim 18, having the formula:



wherein R<sup>2a</sup> is other than hydrogen; R<sup>2c</sup> is halogen, cyano or nitro; R<sup>2d</sup> is -SR<sup>c</sup>, -O-X<sup>2</sup>-OR<sup>c</sup>, -X<sup>2</sup>-OR<sup>c</sup>, -R<sup>e</sup>, -OR<sup>c</sup>, -NR<sup>c</sup>R<sup>d</sup>, -NR<sup>c</sup>S(O)<sub>2</sub>R<sup>e</sup> and -NR<sup>d</sup>C(O)R<sup>c</sup>; R<sup>3a</sup> is selected from the group consisting of NH<sub>2</sub>, CF<sub>3</sub>, SCH<sub>3</sub> and Y; R<sup>3b</sup> is chloro or bromo; and R<sup>3c</sup> is selected from the group consisting of C<sub>1-6</sub> alkyl, C<sub>1-6</sub> haloalkyl and C<sub>3-6</sub> cycloalkyl, optionally substituted with a member selected from the group consisting of -OH, -OR<sup>0</sup>, -OC(O)NHR<sup>0</sup>, -OC(O)N(R<sup>0</sup>)<sub>2</sub>, -SH, -SR<sup>0</sup>, -S(O)R<sup>0</sup>, -S(O)<sub>2</sub>R<sup>0</sup>, -SO<sub>2</sub>NH<sub>2</sub>, -S(O)<sub>2</sub>NHR<sup>0</sup>, -S(O)<sub>2</sub>N(R<sup>0</sup>)<sub>2</sub>, -NHS(O)<sub>2</sub>R<sup>0</sup>, -NR<sup>0</sup>S(O)<sub>2</sub>R<sup>0</sup>, -C(O)NH<sub>2</sub>, -C(O)NHR<sup>0</sup>, -C(O)N(R<sup>0</sup>)<sub>2</sub>, -C(O)R<sup>0</sup>, -NHC(O)R<sup>0</sup>, -NR<sup>0</sup>C(O)R<sup>0</sup>, -NHC(O)NH<sub>2</sub>, -NR<sup>0</sup>C(O)NH<sub>2</sub>, -NR<sup>0</sup>C(O)NHR<sup>0</sup>, -NHC(O)NHR<sup>0</sup>, -NR<sup>0</sup>C(O)N(R<sup>0</sup>)<sub>2</sub>, -NHC(O)N(R<sup>0</sup>)<sub>2</sub>, -CO<sub>2</sub>H, -CO<sub>2</sub>R<sup>0</sup>, -NHCO<sub>2</sub>R<sup>0</sup>, -NR<sup>0</sup>CO<sub>2</sub>R<sup>0</sup>, -CN, -NO<sub>2</sub>, -NH<sub>2</sub>, -NHR<sup>0</sup>, -N(R<sup>0</sup>)<sub>2</sub>, -NR<sup>0</sup>S(O)NH<sub>2</sub> and -NR<sup>0</sup>S(O)<sub>2</sub>NHR<sup>0</sup>.

**47.** (Original) A compound of claim 46, wherein each R<sup>1</sup>, when present, is selected from the group consisting of -CO<sub>2</sub>H and C<sub>1-4</sub> alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>.

**48.** (Original) A compound of claim 30, wherein at least one of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is selected from the group consisting of halogen and C<sub>1-4</sub> haloalkyl.

**49.** (Original) A compound of claim 48, wherein each of R<sup>3a</sup>, R<sup>3b</sup> and R<sup>3c</sup> is other than hydrogen.

**50.** (Original) A compound of claim 18, wherein m is 0 or 1; R<sup>1</sup>, when present, is C<sub>1-2</sub> alkyl, optionally substituted with a member selected from the group consisting of -OH, -OR<sup>m</sup>, -S(O)<sub>2</sub>R<sup>m</sup>, -CO<sub>2</sub>H and -CO<sub>2</sub>R<sup>m</sup>; R<sup>2a</sup> is selected from H, CH<sub>3</sub> and halogen; R<sup>2b</sup> is H; R<sup>2c</sup> is selected from H, Cl and Br; R<sup>2d</sup> is selected from OCH<sub>3</sub>, OCH<sub>2</sub>CH<sub>3</sub>, NHCH<sub>3</sub>, CH<sub>2</sub>OCH<sub>3</sub> and CH<sub>3</sub>; R<sup>2e</sup> is H, such that at least one of R<sup>2a</sup> and R<sup>2c</sup> is other than H; R<sup>3b</sup> is Cl or Br; one of R<sup>3a</sup> and R<sup>3c</sup> is cyclopropyl, CF<sub>3</sub>, or methyl, optionally substituted with NH<sub>2</sub>, OH or OCH<sub>3</sub>, and the other of R<sup>3a</sup> and R<sup>3c</sup> is selected from the group consisting of CF<sub>3</sub>, Br, CH<sub>3</sub>, -CO<sub>2</sub>CH<sub>3</sub>, -CO<sub>2</sub>Et, -N(CH<sub>3</sub>)<sub>2</sub>, -NH<sub>2</sub>, ethyl, isopropyl, substituted phenyl and substituted or unsubstituted thienyl.

**51.** (Canceled)

**52.** (Canceled)

**53.** (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a compound of claim 1.